

## **EXHIBIT 2**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

**NINETY-SEVENTH MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013**

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	November 1, 2013 through November 30, 2013
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$70,121.25
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$9.38

This is a:  XX monthly  interim  final application.

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ .514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 - 3/31,2010	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 - 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 - 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$ 2,986.00	\$ 235.07	\$ 2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	\$11,621.00	\$55.64
12/27/11	11/1/11 - 11/30/11	\$ 14,634.50	\$ 56.70	\$ 14,634.50	\$ 56.70
3/26/12	12/1/11 - 12/31/11	\$82,764.50	\$ 94.75	\$82,764.50	\$ 94.75
3/26/12	1/1/12 - 1/31/12	\$151,022.60	\$322.03	\$151,022.60	\$322.03
5/24/12	2/1/12 - 2/29/12	\$102,163.92	\$337.47	\$102,163.92	\$337.47

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
5/31/12	3/1/12 – 3/31/12	\$75,252.72	\$5,424.17	\$75,252.72	4,872.91
5/31/12	4/1/12 – 4/30/12	\$65,693.98	\$276.11	\$65,693.98	\$276.11
7/10/12	5/1/12 – 5/31/12	\$67,685.32	\$7,598.67	\$67,685.32	\$7,598.67
10/19/12	6/1/12 – 6/30/12	\$ 100,573.94	\$ 56.90	\$ 100,573.94	\$ 56.90
10/19/12	7/1/12 – 7/31/12	\$126,281.50	\$358.82	\$126,281.50	\$358.82
10/19/12	8/1/12 – 8/31/12	\$ 86,536.12	\$ 279.07	\$ 86,536.12	\$ 279.07
11/20/12	9/1/12 – 9/30/12	\$118,060.38	\$ 471.15	\$118,060.38	\$ 471.15
12/6/12	10/1/12 – 10/31/12	\$ 73,142.76	\$ 2,866.15	\$ 73,142.76	\$ 2,866.15
1/15/13	11/1/12 – 11/30/12	\$65,594.62	\$ 3,333.31	\$65,594.62	\$ 3,333.31
2/4/13	12/1/12 – 12/31/12	\$ 51,747.70	\$ 84.79	\$ 51,747.70	\$ 84.79
5/21/13	1/1/13 – 1/31/13 (Amended)	\$ 72,915.30	\$ 370.59	\$ 72,915.30	\$ 370.59
3/22/13	2/1/13 – 2/28/13	\$ 56,287.35	\$ 378.50	\$ 56,287.35	\$ 378.50
5/7/13	3/1/13 – 3/31/13	\$ 52,251.30	\$1,406.51	\$ 52,251.30	\$1,406.51
6/6/13	4/1/13 – 4/30/13	\$ 57,437.55	\$ 278.04	\$ 57,437.55	\$ 278.04
7/12/13	5/1/13 – 5/31/13	\$53,474.85	\$ 26.82	\$53,474.85	\$ 26.82
8/6/13	6/1/13 – 6/30/13	\$46,882.80	\$ 1,192.15	\$46,882.80	\$ 1,192.15
9/13/13	7/1/31 – 7/31/13	\$81,002.70	\$ 177.53	Pending	Pending
10/21/13	8/1/13 – 8/31/13	\$ 60,075.00	\$ 980.64	Pending	Pending
11/6/13	9/1/13 – 9/30/13	\$ 47,064.15	\$ 2,748.83	Pending	Pending
12/17/13	10/1/13 – 10/31/13	\$ 70,049.70	\$ 1,607.67	Pending	Pending

B&D PROFESSIONALS<sup>6</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member MD Bar since 1986	\$545.00	55.30	\$30,138.50
Karl S. Bourdeau	Principal; Joined Firm 1980; Member DC bar since 1978	\$750.00	26.50	\$19,875.00
Jayni Lanham	Associate; Joined Firm 2008; Member MD Bar since 2008	\$365.00	24.30	\$8,869.50
Laura K. McAfee	Principal; Joined Firm 1995; Member MD Bar since 1991	\$535.00	0.70	\$374.50

<sup>6</sup> These amounts are the sum total from all of the invoices attached hereto.

David A. Barker	Principal; Joined Firm 2005; Member MD Bar since 2002	\$525.00	28.70	\$12,771.50
Tracy Horch	Paralegal	\$205.00	11.00	\$2,255.00
Gina Ecolino	Paralegal	\$205.00	5.70	\$1,168.50
Justine Nguyen	Paralegal	\$205.00	12.00	\$2,460.00

Fees:	\$ 77,912.50
Less 10% Discount:	(\$7,791.25)
Total Fees:	\$ 70,121.25
Total Hours:	164.20
Blended Rate:	\$ 427.00

#### TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	164.20	\$71,121.25

#### EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Photocopying	@ 0.10 per page	\$2.90
Postage		\$6.48

<sup>7</sup> These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period November 1, 2013 through November 30, 2013, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$70,121.25 and actual and necessary expenses in the amount of \$9.38 for a total allowance of \$70,130.63 and payment of \$56,097.00 (80% of the allowed fees) and reimbursement of \$9.38 (100% of the allowed expenses) be authorized for a total payment of \$56,106.38 and for such other and further relief as this Court may deem just and proper.

Dated: December 23, 2013

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks  
201 N. Charles Street, Suite 2210  
Baltimore, MD 21201  
Telephone: 410-230-1315  
Facsimile: 410-230-1389  
Counsel for Debtors and Debtors in Possession

VERIFICATION

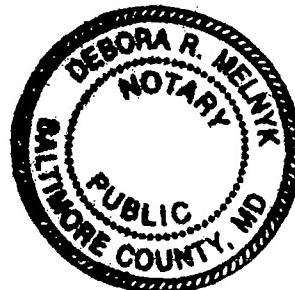
Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
\_\_\_\_\_  
Pamela D. Marks

SWORN AND SUBSCRIBED  
before me this 23 day of December, 2013.

  
\_\_\_\_\_  
Notary Public: Debora R. Melnyk  
My Commission Expires: May 27, 2017



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W.R. GRACE & CO., et al.<sup>1</sup> ) Case No. 01-01139 (JFK)  
 ) Jointly Administered  
Debtors. )  
 ) Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cunning, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# **EXHIBIT A**

**(IRIS)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

December 13, 2013  
Client/Matter # 01246-015172  
Invoice # 157642  
Federal ID# 52-1247549

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For Legal Services Rendered Through 11/30/13 in Connection With:

IRIS

11/01/13	P. Marks	C300	1.20 FOIA litigation issues, including preparation of settlement proposal.
11/01/13	D. Barker	C300	2.90 Review case law on FOIA privacy exemption; edit and follow up on letter to A. Schmitt; follow up on briefing schedule.
11/01/13	J. Lanham	C300	4.00 Research and prepare letter to A. Schmitt re settlement and communications with P. Marks, D. Barker, and A. Schmitt re same.
11/04/13	K. Bourdeau	C300	0.80 Conference with P. Marks re strategic options.
11/04/13	K. Bourdeau	C300	0.50 Conference with P. Marks re issues re petition.
11/04/13	P. Marks	C300	1.70 Telephone conference with K. Bourdeau re issues and strategy; evaluate same.
11/04/13	P. Marks	C300	1.60 Address FOIA litigation issues and pleadings, and coordinate with J. Lanham and H. Feichko re same.
11/04/13	D. Barker	C300	1.20 Follow up on scheduling questions and settlement issues.
11/04/13	J. Lanham	C300	3.50 Prepare and send correspondence to A. Schmitt re litigation and follow-up communications with A. Schmitt, P. Marks, D. Barker, and H. Feichko re litigation.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157642

December 13, 2013

PAGE 2

11/05/13	G. Ecolino	C300	2.50	Prepare a notice of appearance for J. Lanham, update pleadings binders with new docket entries, review and manage file, prepare and submit new docket control requests issued by minute order.
11/06/13	P. Marks	C300	0.80	Prepare strategy memorandum re FOIA, review FOIA developments and prepare email to client re same.
11/06/13	J. Lanham	C300	2.50	Prepare strategy memorandum and research re FOIA requests and appeals procedures.
11/07/13	K. Bourdeau	C300	0.50	Participate in Grace team status call.
11/07/13	P. Marks	C300	0.50	Participate in weekly update call.
11/07/13	P. Marks	C300	0.50	Telephone conference with consultant and H. Feichko re coordinating messages.
11/07/13	J. Lanham	C300	1.50	Research re Montana Public Records Act appeals procedures and balancing test between right to privacy and disclosure of public documents.
11/11/13	P. Marks	C300	1.00	Conference with Grace legal team re strategy.
11/11/13	P. Marks	C300	1.00	Review information re ATSDR study and evaluate FOIA issues.
11/11/13	D. Barker	C300	2.60	Review consent form materials, prepare timeline of communications re production and outline motion for summary judgment in FOIA action for Larson study data.
11/12/13	K. Bourdeau	C300	0.30	E-mail communications re FOIA request appeals and path forward re same.
11/12/13	P. Marks	C300	0.50	Coordination with consultants re technical support.
11/12/13	P. Marks	C300	0.50	Prepare summary of FOIA issues and strategy memorandum transmittal.
11/12/13	P. Marks	C300	1.40	Coordinate with H. Feichko re transparency advocacy, and with team on related issues.
11/12/13	P. Marks	C300	1.00	Prepare correspondence.
11/12/13	P. Marks	C300	1.00	Further evaluation of FOIA issues.
11/12/13	P. Marks	C300	0.40	Coordinate with J. Cannon for review and client re same.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157642  
December 13, 2013  
PAGE 3

11/12/13	D. Barker	C300	3.70	Draft amended motion for summary judgment in FOIA action.
11/13/13	P. Marks	C300	0.60	Coordinate with team re FOIA litigation developments.
11/13/13	P. Marks	C300	1.50	Telephone conferences with consultant and team re technical/scientific issue and review documents re same.
11/13/13	D. Barker	C300	7.50	Finish draft amended summary judgment brief and motion for FOIA action.
11/13/13	J. Lanham	C300	0.50	Prepare strategy memorandum and telephone conference with P. Marks re same.
11/14/13	K. Bourdeau	C300	1.50	Review draft plan and participate in Grace team status/strategy call.
11/14/13	P. Marks	C300	1.00	Team weekly telephone call.
11/14/13	P. Marks	C300	3.30	Prepare motion for summary judgment and coordinate with team re finalizing same and new information from DOJ re documents and settlement.
11/14/13	D. Barker	C300	5.10	Revise and circulate draft memorandum for summary judgment in FOIA action, confer with J. Lanham re same, and J. Nguyen re brief preparation and preparation of exhibits.
11/14/13	J. Lanham	C300	3.00	Prepare amended motion for summary judgment and follow-up communications with D. Barker and P. Marks re same.
11/14/13	J. Lanham	C300	0.50	Communications with A. Schmitt, P. Marks, and D. Barker re settlement.
11/14/13	J. Nguyen	C300	3.50	Prepare and gather exhibits, draft Exhibit List, and begin cite-checking draft brief.
11/15/13	P. Marks	C300	0.50	Prepare FOIA motion and telephone conference with D. Barker re same.
11/15/13	P. Marks	C300	2.00	Telephone conference with consultant re science policy issues and follow-up with other consultants re same and related technical issues.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157642  
December 13, 2013  
PAGE 4

11/15/13	D. Barker	C300	4.50	Draft amended declaration, statement of material facts, and proposed order, and coordinate, finalize and file amended motion for summary judgment.
11/15/13	J. Lanham	C300	1.00	Prepare amended motion for summary judgment and affidavit re same.
11/15/13	J. Nguyen	C300	8.30	Continue proofreading, cite-checking, and fact-checking brief, and finalize brief and exhibits for filing.
11/17/13	P. Marks	C300	3.00	Evaluate information from consultant re IRIS precedent and develop strategy options re same.
11/18/13	P. Marks	C300	0.50	FOIA litigation settlement issues.
11/18/13	P. Marks	C300	0.50	Coordinate with L. Duff and H. Feichko re tasks.
11/18/13	P. Marks	C300	2.20	Evaluate presentation of issues in light of changed EPA policies and consultant information and prepare written materials re same.
11/18/13	D. Barker	C300	0.30	Follow-up re settlement response and issues.
11/18/13	G. Ecolino	C300	3.00	Update pleading binders with recent filings; review and manage electronic file.
11/18/13	J. Nguyen	C300	0.20	Messages with team re filing of amended motion.
11/19/13	K. Bourdeau	C300	0.80	Review correspondence and prepare comments on same.
11/19/13	P. Marks	C300	0.80	Strategic planning call with consultants.
11/19/13	P. Marks	C300	0.80	Prepare draft correspondence and incorporate K. Bourdeau comments re same.
11/19/13	P. Marks	C300	0.50	Evaluate and coordinate with consultant re technical policy question.
11/19/13	P. Marks	C300	0.30	Evaluate and coordinate with team re FOIA offer and settlement negotiations.
11/19/13	J. Lanham	C300	0.30	Communications with P. Marks and A. Schmitt re settlement offer.
11/20/13	K. Bourdeau	C300	0.80	E-mail communications re correspondence and provide input re same.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157642  
December 13, 2013  
PAGE 5

11/20/13	P. Marks	C300	0.50	Telephone conference with H. Feichko re strategy.
11/20/13	P. Marks	C300	0.70	Prepare draft correspondence.
11/20/13	G. Ecolino	C300	0.20	Review and manage file.
11/21/13	K. Bourdeau	C300	0.30	E-mail communications re correspondence.
11/21/13	P. Marks	C300	1.30	Telephone conference with H. Feichko and evaluate related issues and send requested information to her.
11/21/13	P. Marks	C300	1.00	Weekly team call.
11/21/13	P. Marks	C300	1.80	Prepare information for ACC.
11/21/13	P. Marks	C300	0.50	FOIA negotiation related communications.
11/21/13	D. Barker	C300	0.90	Review and follow-up on details re proposed settlement.
11/21/13	J. Lanham	C300	1.50	Conferences with P. Marks, D. Barker, and A. Schmitt re settlement offer and follow-up emails re same.
11/22/13	K. Bourdeau	C300	0.80	Brief review of recent developments.
11/22/13	P. Marks	C300	0.40	Email exchanges with consultants and brief review of draft correspondence re same.
11/22/13	P. Marks	C300	0.30	FOIA settlement issue follow-up.
11/25/13	K. Bourdeau	C300	1.30	Review changes to correspondence and send comments to Grace re same.
11/25/13	P. Marks	C300	0.50	Coordinate with client and consultant re FOIA appeal positions.
11/26/13	K. Bourdeau	C300	0.80	Review revised draft correspondence, prepare and circulate comments on same, and follow-up communications re same.
11/27/13	P. Marks	C300	1.10	Review EPA produced documents, and J. Lanham summary re same.
11/27/13	P. Marks	C300	0.30	Telephone conference with H. Feichko re correspondence and review same.
11/27/13	J. Lanham	C300	6.00	Review documents and email correspondence to P. Marks re same.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 157642  
December 13, 2013  
PAGE 6

Total Hours : 118.10

Total Fees : \$52,824.50

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157642  
December 13, 2013  
PAGE 7Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	8.40	\$750.00	\$6,300.00
P. Marks	39.00	\$545.00	\$21,255.00
D. Barker	28.70	\$445.00	\$12,771.50
J. Lanham	24.30	\$365.00	\$8,869.50
G. Ecolino	5.70	\$205.00	\$1,168.50
J. Nguyen	12.00	\$205.00	\$2,460.00
<b>Total Fees :</b>			<b>\$52,824.50</b>
<b>10% Discount :</b>			<b>(5,282.45)</b>
<b>Total Fees Due :</b>			<b>\$47,542.05</b>

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	118.10	\$52,824.50
<b>Total</b>	<b>118.10</b>	<b>\$52,824.50</b>
<b>Total Fees :</b>		
<b>10% Discount :</b>		
<b>Total Fees Due :</b>		

Summary by Disbursement Codes :

TOTAL DUE : \$47,542.05

## **EXHIBIT B**

**(Petition)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

December 12, 2013  
Client/Matter # 01246-015504  
Invoice # 157611  
Federal ID# 52-1247549

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For Legal Services Rendered Through 11/30/13 in Connection With:

Petition

11/05/13	P. Marks	C300	0.50	Direct staff re edits.
11/05/13	T. Horch	C300	0.50	Review questions with P. Marks.
11/07/13	P. Marks	C300	0.80	Telephone conference with H. Feichko re petition strategic issues.
11/11/13	K. Bourdeau	C300	2.70	Participate in two conference calls with client; conference with P. Marks re same.
11/11/13	P. Marks	C300	3.00	Prepare petition.
11/11/13	P. Marks	C300	1.30	Conference with Grace counsel team and K. Bourdeau re petition.
11/11/13	P. Marks	C300	1.40	Conference with Grace project team and K. Bourdeau re petition and follow-up tasks.
11/12/13	K. Bourdeau	C300	0.50	Review new developments ; e-mail communications with Grace team and P. Marks re same.
11/12/13	T. Horch	C300	1.50	Review beginning of document and proof.
11/13/13	T. Horch	C300	2.00	Review footnotes and correct cites and exhibits.
11/14/13	P. Marks	C300	0.80	Coordinate with K. Bourdeau (emails) and meeting with T. Horch re preparation.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157611

December 12, 2013

PAGE 2

11/14/13	T. Horch	C300	3.00	Meeting with P. Marks, review exhibits and check formats of cites.
11/15/13	K. Bourdeau	C300	1.00	E-mail communications with P. Marks and J. Cannon re review of draft petition; review and revision of draft petition.
11/15/13	P. Marks	C300	0.50	Coordinate with staff re petition edits.
11/15/13	P. Marks	C300	0.70	Add technical citations to petition.
11/16/13	K. Bourdeau	C300	2.50	Review and prepare edits to/comments on revised draft of petition, and communications with P. Marks re same.
11/17/13	K. Bourdeau	C300	1.50	Review of and work on draft petition.
11/18/13	K. Bourdeau	C300	1.50	Further review and revision of draft petition.
11/19/13	P. Marks	C300	1.40	Review edits and direct staff re same.
11/20/13	K. Bourdeau	C300	1.50	Further review and revision of draft petition.
11/20/13	P. Marks	C300	2.80	Prepare petition and send to H. Feichko and J. Cannon.
11/20/13	T. Horch	C300	4.00	Review petition and edit as directed by P. Marks.
11/21/13	K. Bourdeau	C300	0.80	Work on petition.
11/22/13	K. Bourdeau	C300	1.00	Further work on petition.
11/24/13	K. Bourdeau	C300	3.80	Further work on revisions to petition; transmit same to P. Marks.
11/27/13	K. Bourdeau	C300	1.30	Conference with P. Marks and follow-up communications re same.
11/27/13	P. Marks	C300	0.90	Telephone conference with K. Bourdeau re petition strategy and review comments re same.
11/29/13	P. Marks	C300	2.20	Prepare petition and send to J. Cannon for review.

Total Hours : 45.40

Total Fees : \$24,713.50

BEVERIDGE & DIAMOND, P.C.

INVOICE # 157611  
December 12, 2013  
PAGE 3

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157611  
December 12, 2013  
PAGE 4Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	18.10	\$750.00	\$13,575.00
P. Marks	16.30	\$545.00	\$8,883.50
T. Horch	11.00	\$205.00	\$2,255.00
<b>Total Fees :</b>			<b>\$24,713.50</b>
<b>10% Discount :</b>			<b>(2,471.35)</b>
<b>Total Fees Due :</b>			<b>\$22,242.15</b>

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	45.40	\$24,713.50
<b>Total</b>	<b>45.40</b>	<b>\$24,713.50</b>
<b>Total Fees :</b>	<b>45.40</b>	<b>\$24,713.50</b>
<b>10% Discount :</b>		<b>(2,471.35)</b>
<b>Total Fees Due :</b>		<b>\$22,242.15</b>

Summary by Disbursement Codes :

TOTAL DUE : \$22,242.15

## **EXHIBIT C**

**(Curtis Bay Air)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

December 12, 2013  
Client/Matter # 01246-015577  
Invoice # 157612  
Federal ID# 52-1247549

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For Legal Services Rendered Through 11/30/13 in Connection With:

Curtis Bay Air

11/22/13 L. McAfee C300 0.70 Telephone conference with client re NH3 calculation question.

Total Hours : 0.70

Total Fees : \$374.50

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 157612  
December 12, 2013  
PAGE 2Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
L. McAfee	0.70	\$535.00	\$374.50
<b>Total Fees :</b>			<b>\$374.50</b>
<b>10% Discount :</b>			<b>(37.45)</b>
<b>Total Fees Due :</b>			<b>\$337.05</b>

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	0.70	\$374.50
<b>Total</b>	<b>0.70</b>	<b>\$374.50</b>
<b>Total Fees :</b>	<b>0.70</b>	<b>\$374.50</b>
<b>10% Discount :</b>		<b>(37.45)</b>
<b>Total Fees Due :</b>		<b>\$337.05</b>

Summary by Disbursement Codes :

TOTAL DUE : \$337.05

## **EXHIBIT D**

**(Bankruptcy Fee Application)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

December 12, 2013  
Client/Matter # 01246-012629  
Invoice # 157610  
Federal ID# 52-1247549

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For Legal Services Rendered Through 11/30/13 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application  
100035

**Disbursements:**

Copying	2.90
Postage	6.48

Total Disbursements : \$9.38

TOTAL DUE : \$9.38